

## NOTICE

**NOTICE** is hereby given that the 15<sup>th</sup> Annual General Meeting (“AGM”) of Jhajjar Power Limited will be held on Wednesday, 28 June 2023, at 11:30 a.m. at the Corporate Office of the Company at 7<sup>th</sup> Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended 31 March 2023 and the Reports of the Board of Directors and Auditors thereon and to pass the following Ordinary resolution in this regard, with or without modification(s):

*“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2023 and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”*

2. To appoint a Director in place of Mr. Naveen Munjal (DIN: 00230313), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following Ordinary resolution in this regard, with or without modification(s):

*“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Naveen Munjal (DIN: 00230313), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”*

### SPECIAL BUSINESS

3. To consider and approve the appointment of Mr. Rajiv Ranjan Mishra (DIN: 00131207) as the Director of the Company, liable to retire by rotation and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

*“RESOLVED THAT pursuant to the provisions of Section 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajiv Ranjan Mishra (DIN: 00131207), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 09 June 2023, and who holds office upto the ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”*

#### **Jhajjar Power Limited (An Apraava Energy Company)**

**Corporate Office:**  
7<sup>th</sup> Floor, Fulcrum, Sahar Road,  
Andheri (East), Mumbai 400 099  
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W: [www.apraava.com](http://www.apraava.com)

**Registered Office:**  
Unit No. T-15 B, Salcon Ras Vilas, 3<sup>rd</sup> Floor,  
Plot No. D-1, Saket District Centre, Saket,  
New Delhi 110 017  
T: +91 11 6612 0700 F: +91 11 6612 0777/0778  
CIN No.: U40104DL2008PLC374107

**Plant:**  
Village Khanpur, Tehsil Matanhall,  
District Jhajjar, Haryana 124 142  
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4. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2024, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

*"RESOLVED THAT pursuant to the provisions of section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014, and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof), the remuneration of INR 600,000 (Rupees Six Hundred thousand only) and such applicable taxes and out-of-pocket expenses as may be incurred during the course of the audit, payable to M/s. Kiran J. Mehta & Co., Cost Accountants in practice (Firm Registration No. 000025) to conduct the audit of the cost records of the Company for the financial year ending 31 March 2024, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."*

By order of the Board of Directors  
of Jhajjar Power Limited



*Jayant Patil*  
Jayant Patil  
Company Secretary

Membership No.: A14418

**Date:** 29 May 2023

**Place:** Mumbai

**Registered Office:**

T-15 B, Salcon Ras Vilas  
3<sup>rd</sup> floor, Plot no. D-1  
Saket District Centre  
Saket, New Delhi 110 017

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before commencement of this AGM of the Company.
3. The Company has received written consent in accordance with the requirements of proviso to Section 96(2) of the Companies Act, 2013 (the “Act”) to hold the AGM of the Company in Mumbai, in the state of Maharashtra in India, instead of the city, town or village where the Company’s registered office is situated.
4. Pursuant to Article 11.3(b) of the Articles of Association of the Company, unless otherwise decided by the Company, at every general meeting of the shareholders, all questions arising at the said meeting are required to be decided by way of a poll in accordance with the provisions of the Act. If the shareholders waive their right as aforesaid, the voting on all matters arising at the said meeting will be done by way of a show of hands.
5. A statement setting out the material facts relating to the item of Special Business to be transacted pursuant to Section 102 of the Act is enclosed.
6. Additional information pursuant to Secretarial Standard on General Meetings (“SS-2”) i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other requisite details, in respect of Mr. Naveen Munjal and Mr. Rajeev Ranjan Mishra, directors seeking appointment/re-appointment / continuation of appointment at the AGM, is annexed to the Explanatory Statement.
7. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the AGM.
8. The number and dates of Meetings of the Board and Committees held during the financial year 2022-23, indicating the number of meetings attended by each Director, are given elsewhere in the Annual Report.

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9. All documents specifically stated to be open for inspection in the Explanatory Statement, if any, are open for inspection at the Registered Office and Corporate Office of the Company during the business hours on all working days up to the date of the AGM. Such documents shall also be available for inspection at the venue till the conclusion of the AGM.
10. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.



**Jhajjar Power Limited (An Aprava Energy Company)**

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**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

The Board of Directors of the Company, at their meeting held on 29 May 2023, appointed Mr. Rajiv Ranjan Mishra (DIN: 00131207) as an Additional Director of the Company, to hold office up to the ensuing Annual General Meeting ("AGM").

In accordance with the provisions of Section 160 of the Companies Act, 2013 (the "Act"), the appointment of Director requires approval of the Members. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Mishra for the office of Director of the Company at this AGM. Mr. Mishra is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

The Board recommends the appointment of Mr. Mishra as a Non-Executive Director of the Company, liable to retire by rotation. The appointment of Mr. Mishra would be effective upon approval by the Members in the AGM. Accordingly, the Board commends the Resolution set out at Item No. 3 of the Notice as Ordinary Resolutions for the approval by the Members.

None of the Directors of the Company / their relatives, except Mr. Mishra, is in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 of the Notice.

**Item No. 4**

The Board of Directors of the Company has approved the appointment of M/s. Kiran J. Mehta & Co., Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31 March 2024.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be recommended by the Audit Committee, approved by the Board of Directors and subsequently be ratified by the members of the Company. The Audit Committee has recommended, and the Board of Directors have approved a remuneration of INR 600,000 (Rupees Six Hundred thousand only) for the financial year ending 31 March 2024. Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending 31 March 2024, by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board commends the aforesaid Resolution set out at Item No. 4 of the Notice as an ordinary resolution for approval by the Members. None of the Directors / Key Managerial Personnel of

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the Company / their relatives is, in any way, concerned or interested financially or otherwise, in the resolution set out at item No. 4 of the Notice.

By order of the Board of Directors  
of Jhajjar Power Limited



*Jayant Patil*  
Jayant Patil

Company Secretary  
Membership No.: A14418

Date: 29 May 2023

Place: Mumbai

Registered Office:

T-15 B, Salcon Ras Vilas

3<sup>rd</sup> floor, Plot no. D-1

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Saket, New Delhi 110 017

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Other details of Directors seeking appointment/re-appointment / continuation are, as under:

Sr. No.	Particulars	Disclosure	
1.	Name	Mr. Naveen Munjal (DIN:00230313)	Mr. Rajiv Ranjan Mishra (DIN: 00131207)
2.	Age	57 years	57 years
3.	Qualification	Commerce Graduate and a Chartered Accountant.	Advanced Management Program Graduate from the Harvard Business School, Boston. He is an MBA from the Indian Institute of Management (IIM), Lucknow and completed his Bachelor's in Chemical Engineering from BIT, Sindri.
4.	Experience	<p>With close to 33 years of post-qualification experience, Mr. Munjal is responsible for all commercial matters of Apraava Energy's conventional power business including Business Development, Fuel procurement and leading interface with the customers. Having spent more than 20 years at Apraava Energy, he has also led the Finance function for the India business as its CFO for about 6 years.</p> <p>Apart from serving as the Non-Executive, Non-Independent Director of the Company, Mr. Munjal also serves as the Non-Executive Director of certain fellow subsidiaries within the Apraava Energy group.</p>	<p>Mr. Rajiv Ranjan Mishra has over 25 years of experience in the power industry and was instrumental in setting up Apraava Energy in 2002. Under his leadership, Apraava Energy has grown from being a single asset company to a diversified forward-looking organisation with a presence in power generation (conventional and renewables), transmission and Advanced Metering Infrastructure. Mr. Mishra's experience, both in India and internationally, has been in project financing, investment appraisal, finance and accounting and general management.</p> <p>Before assuming the role of Managing Director of Apraava Energy, Mr. Mishra held a variety of global leadership positions in the power industry viz. Deputy Managing Director and Chief Financial Officer of BLCP Power in Thailand, Finance Director of PowerGen India and Finance Director of LG Energy in Seoul, South Korea. Mr. Mishra serves as the</p>

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Sr. No.	Particulars	Disclosure	
			Chairman of Association of Power Producers (APP) and the Co-Chairman of CII National Committee on Power and also CII National Committee of Climate Change, a council formed to strategise on implementation of the National Action Plan on Climate Change. Through these, he plays an active role in making representations on issues concerning companies in the Power Sector in India. In 2022, Mr. Mishra was named among the 'Top 50 Powerful Wind Leaders in India' by WindInsider Magazine.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Mr. Munjal is proposed to be appointed as a Non-Independent Director.  Last drawn remuneration as a Director: Nil  Remuneration proposed to be paid as a Director: Nil	Mr. Mishra is proposed to be appointed as a Non-Independent Director.  Last drawn remuneration as a Director: Nil  Remuneration proposed to be paid as a Director: Nil
6.	Date of first appointment	07 August 2008	07 August 2008
7.	Shareholding in Company	10 Equity Shares held as a nominee of Apraava Energy Private Limited (formerly known as CLP India Private Limited) of Jhajjar Power Limited.	10 Equity Shares held as a nominee of Apraava Energy Private Limited (formerly known as CLP India Private Limited) of Jhajjar Power Limited.
8.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None	None

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Sr. No.	Particulars	Disclosure	
9.	Number of Meetings of the Board attended during the year 2022-23.	Mr. Munjal attended 3 Board Meetings held during the year.	Mr. Mishra attended 3 Board Meetings held during the year.
10.	Other Directorships / Membership / Chairmanship of Committees of other Boards (other than those of Jhajjar Power Limited)*	<p><b>Board Memberships:</b></p> <ol style="list-style-type: none"> <li>1. Apraava Renewable Energy Private Limited (formerly, CLP Wind Farms (India) Private Limited);</li> <li>2. Apraava Wind Energy (Khandke) Private Limited (formerly, CLP Wind Farms (Khandke) Private Limited);</li> <li>3. Apraava Wind Energy (Theni – Project II) Private Limited (formerly, CLP Wind Farms (Theni - Project II) Private Limited);</li> <li>4. Kohima-Mariani Transmission Limited;</li> <li>5. Satpura Transco Private Limited;</li> </ol> <p><b>Committee Memberships:</b></p> <p>Audit Committee of Kohima-Mariani Transmission Limited;</p> <p>Corporate Social Responsibility Committees of:</p> <ol style="list-style-type: none"> <li>1. Apraava Renewable Energy Private Limited (formerly, CLP Wind Farms (India) Private Limited);</li> <li>2. Apraava Wind Energy (Khandke) Private Limited (formerly, CLP Wind Farms (Khandke) Private Limited).</li> </ol>	<p><b>Board Memberships:</b></p> <ol style="list-style-type: none"> <li>1. Apraava Energy Private Limited (formerly known as CLP India Private Limited);</li> <li>2. Kohima-Mariani Transmission Limited;</li> <li>3. Apraava Renewable Energy Private Limited (formerly, CLP Wind Farms (India) Private Limited).</li> </ol> <p><b>Committee Memberships:</b></p> <p>Funding &amp; Treasury Committee of Kohima-Mariani Transmission Limited</p>

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Sr. No.	Particulars	Disclosure
		<p>Funding &amp; Treasury Committee of:</p> <ol style="list-style-type: none"> <li>1. Apraava Renewable Energy Private Limited (formerly, CLP Wind Farms (India) Private Limited).</li> <li>2. Kohima-Mariani Transmission Limited;</li> </ol>

\* Directorship includes Directorships of Public and Private Companies and Committee membership includes only Board constituted Committees.



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**FORM NO. MGT. 11**

**PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN:** U40104DL2008SGC374107

**Name of the company:** Jhajjar Power Limited

**Registered office:** T-15 B, Salcon Ras Vilas, 3<sup>rd</sup> Floor, Plot No. D-1, Saket District Centre  
Saket, New Delhi 110 017

**Name of the member:** \_\_\_\_\_

**Registered address:** \_\_\_\_\_

**E-mail Id :** \_\_\_\_\_

**Folio No/Client Id:** \_\_\_\_\_

**DP ID:** \_\_\_\_\_

I / We, being Member(s) of \_\_\_\_\_ equity share of the above-named company, hereby appoint

1. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_ . or failing him
  
2. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_ . or failing him
  
3. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_ . or failing him

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as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 15<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 28 June 2023, at 11:30 a.m. at the Corporate Office of the Company at 7<sup>th</sup> Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099 and at any adjournment thereof in respect of such resolution, as indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the audited financial statements for the financial year ended 31 March 2023 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Naveen Munjal (DIN: 00230313), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To consider and approve the appointment of Mr. Rajiv Ranjan Mishra (DIN: 00131207) as the Director of the Company, liable to retire by rotation.		
3.	To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2024.		

Signed this \_\_\_\_ day of \_\_\_\_ 2023

Signature of shareholder:



Signature of Proxy holder(s):

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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**ATTENDANCE SLIP**

**15<sup>th</sup> Annual General Meeting of Jhajjar Power Limited**  
**held on Wednesday, 28 June 2023 , at 11:30 a.m.**

Registered Folio No. /DP & Client ID No.	:
Name of Shareholder / Authorised Representative	:
Name of Joint holder(s) if any	:
Registered Address	:
No. of. Shares held	:

I/We certify that I/We am/are Member(s)/proxy for the Member(s) of the Company.

I/We hereby record my/our presence at the 15<sup>th</sup> Annual General Meeting of the Company being held on Wednesday, 28 June 2023, at 11:30 a.m. at 7<sup>th</sup> Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

\_\_\_\_\_  
Signature of First holder/Proxy/Authorized Representative

\_\_\_\_\_  
Signature of Joint holder(s), if any

Date:

Place:

**Jhajjar Power Limited (An Apraava Energy Company)**

**Corporate Office:**  
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